

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 19, 2019

MFA FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

<u>Maryland</u> (State or other jurisdiction of incorporation or organization)	<u>1-13991</u> (Commission File Number)	<u>13-3974868</u> (IRS Employer Identification No.)
<u>350 Park Avenue, 20th Floor New York, New York</u> (Address of principal executive offices)		<u>10022</u> (Zip Code)

Registrant's telephone number, including area code: (212) 207-6400

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01 per share	MFA	New York Stock Exchange
7.50% Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share	MFA/PB	New York Stock Exchange
8.00% Senior Notes due 2042	MFO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) *Resignation of Richard J. Byrne from Board of Directors.* On December 19, 2019, Richard J. Byrne submitted his resignation as a member of the Board of Directors of MFA Financial, Inc. (the “Company”), effective at the close of business on December 31, 2019. Mr. Byrne’s resignation is not due to any disagreement between him and the Company.

(d) *Election of Lisa Polsky to Board of Directors.* On December 19, 2019, the Board of Directors of the Company elected Lisa Polsky as a director of the Company effective January 1, 2020. Ms. Polsky will fill the vacancy created by Mr. Byrne’s resignation. In connection with her election, the Board of Directors has appointed Ms. Polsky to serve on the Audit Committee of the Board. A copy of the press release reporting on Ms. Polsky’s election is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 [Press Release, dated December 19, 2019, regarding the election of Lisa Polsky to the Board of Directors of MFA Financial, Inc.](#)

104 Cover Page Interactive Data File (formatted as Inline XBRL).

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated December 19, 2019, announcing the election of Lisa Polsky to the Board of Directors of MFA Financial Inc.
104	Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MFA FINANCIAL, INC.
(REGISTRANT)

By: /s/ Harold E. Schwartz
Name: Harold E. Schwartz
Title: Senior Vice President and
General Counsel

Date: December 19, 2019

**PRESS RELEASE****December 19, 2019**

Contact: InvestorRelations@mfafinancial.com
212-207-6488
www.mfafinancial.com

FOR IMMEDIATE RELEASE**NEW YORK METRO****NYSE: MFA**

MFA Financial, Inc. Elects Lisa Polsky to Board of Directors

NEW YORK – MFA Financial, Inc. (NYSE: MFA) announced today that its Board of Directors has elected Lisa Polsky to its Board effective January 1, 2020.

Ms. Polsky has served as a member of Deutsche Bank AG's U.S. Board since 2016, and she is a member of the Board of Trustees of Guardian Life's Variable Products Trust, where she chairs the Audit Committee. Ms. Polsky also served on the Board of Directors of Piper Jaffray from 2007 to 2016, where she chaired the Audit Committee and the Compensation Committee. She also recently served as a Senior Risk Advisor to each of AQR Capital Management LLC, an investment management firm, and Ultra Capital, a venture capital firm. Prior thereto, Ms. Polsky served as Chief Risk Officer at CIT, a financial holding company, from 2010 to 2016, and she was Chief Risk Officer of Morgan Stanley earlier in her career.

Ms. Polsky began her career building derivative trading and hedge fund businesses at Citibank and Bankers Trust. Ms. Polsky holds a B.S. in International Business and Economics from New York University.

"We couldn't be more pleased to welcome Lisa to the MFA Board," said George H. Krauss, MFA's Chairman of the Board. "Lisa's extensive experience in portfolio management, trading and enterprise risk management will bring significant benefits to MFA's Board, management team and shareholders."

With the addition of Ms. Polsky, who will be filling the vacancy created by the resignation of Richard J. Byrne from the Board effective as of December 31, 2019, MFA's Board will continue to be comprised of eight directors, seven of whom are independent and three of whom are women.

MFA Financial, Inc. is a real estate investment trust primarily engaged in the business of investing, on a leveraged basis, in residential mortgage assets, including residential mortgage-backed securities and residential whole loans.
